

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

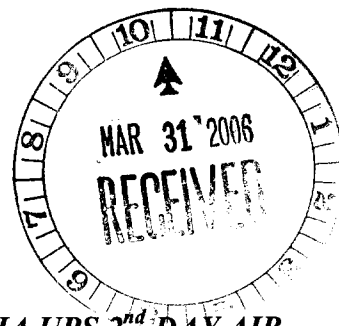
Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25174-F FILED

APR 03 '06

2-52 PM

## SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

March 29, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 23, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25174. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: Galamba Metals Group, LLC  
3005 Manchester TRFWY  
Kansas City, MO 64129

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

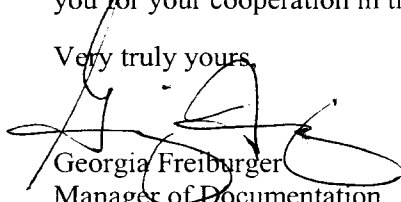
A description of the railroad equipment covered by the enclosed document is four (4) 52'6" foot sided gondola rail cars, with AFCX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(GAME010)

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of February 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A, and Galamba Metals Group, LLC., ("Lessee"), a Missouri limited liability company.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 23 2006 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION,  
as Lessor of Cars, and as Manager for  
ATEL Leasing Corporation.

**ATTEST:**

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

By: Janice Enolva

Name: JANICE ENOLVA

Title: Manager of Documentation

Executed on this 3<sup>rd</sup> day of March 2006

[CORPORATE SEAL]

RECORDATION NO. 25174-F FILED

STATE OF ILLINOIS

APR 03 '06

2-52 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

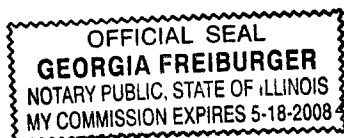
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3<sup>rd</sup> day of March 2006

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

By: Raymond J Brown

Name: Raymond J Brown

Title: LLC Manager

ATTEST:

By: Ed Heene

Name: ED HEENE

Title: CFO

Executed on this 26<sup>th</sup> day of February, 2006.

[CORPORATE SEAL]

STATE OF MISSOURI

COUNTY OF JACKSON

I, TERESA KELEHER, a Notary Public of the County and State aforesaid, certify that Raymond Brown personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of February, 2006.

Teresa Keleher  
Notary Public

Commission Expires:

12/05/08  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	Four (4)
DESCRIPTION OF CARS:	52'6" Gondola cars with 8' inside height and GRL of 263,000 lbs
CAR NUMBERS:	AFCX 319996, 319997, 319998, 319999